

**UNITED STATES DISTRICT COURT
DISTRICT OF NORTH DAKOTA**

PHOENIX CAPITAL GROUP HOLDINGS, LLC

Plaintiff,

v.

INCLINE ENERGY PARTNERS, L.P.

Defendant.

Case No. 1:23-cv-00209

**DECLARATION OF JOHN T. RYAN IN SUPPORT OF MOTION FOR LEAVE TO
SUBMIT ADDITIONAL FILINGS RELATED TO PENDING MOTIONS TO DISMISS**

I, John T. Ryan, declare as follows:

1. I have been admitted to this Court *pro hac vice*, and I am an attorney with the law firm of Latham & Watkins LLP, counsel of record for Plaintiff Phoenix Capital Group Holdings, LLC (“Plaintiff”) in the above-captioned matter. I have personal knowledge of the facts set forth in this declaration, and if called as a witness, could and would testify competently thereto.

2. This declaration is filed in support of Plaintiff’s Motion for Leave to Submit Additional Filings Related to Pending Motions to Dismiss.

3. Attached hereto as **Exhibit 1** is a true and correct copy of a letter dated January 12, 2024, from Lawrence Bender of Fredrikson & Byron, P.A. in Bismarck, North Dakota, to the North Dakota Industrial Commission, Oil and Gas Division (the “Commission”), enclosing a copy of a document titled “Application of Incline Energy Partners.” As indicated in the Certificate of Service signed by Mr. Bender, a copy of this document was served on Plaintiff’s affiliate, Phoenix Operating LLC, contemporaneously with its submission to the Commission.

4. Attached hereto as **Exhibit 2** is a true and correct copy of a February 23, 2024 web capture from the website located at <https://ndrin.com>, reflecting search results for instruments

recorded in certain counties within the State of North Dakota identifying Incline Bakken Minerals, Incline Bakken, Incline Energy Partners, Incline Bakken Minerals II, Incline Bakken II, and other Incline-affiliated entities as the owners, grantors, grantees, lessors, lessees, assignors, or assignees of oil, gas, and mineral rights connected to properties located in the State of North Dakota.

5. Attached hereto as **Exhibit 3** are true and correct copies of instruments recorded in counties within the State of North Dakota identifying Incline Bakken Minerals II and Incline Bakken II as the owners or grantees of oil, gas, and mineral rights connected to properties located in the State of North Dakota.

6. Attached hereto as **Exhibit 4** is a true and correct copy of a February 23, 2024 web capture of the Incline Energy Partners website located at <https://inclinelp.com>.

I declare under penalty of perjury that the foregoing is true and correct.

Executed on February 23, 2024.

By /s/ John T. Ryan
John T. Ryan